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WALTER G. WOODS*

WM. A. OUGHTERSON
OF COUNSEL

*BOARD CERTIFIED REAL ESTATE LAWYER

SANDRA L. SUNDHEIM-STRAUSBAUGH

January 18, 2002

via Federal Express

Division of Corporations
New Filings
409 East Gaines Street
Tallahassee, Florida 32399

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN 24 AM 11:24

Re: OCEAN FITNESS, INC.

To Whom It May Concern:

Please find enclosed the original and one copy of the proposed Articles of Incorporation for the above-referenced Corporation.

Also enclosed is my check payable to your order in the amount of \$78.75 to cover the cost of filing for a Corporation and the cost of a certified copy of the documents. If there are any additional charges, please advise.

If everything is in order, I would appreciate your filing this Corporation and sending me a duly certified copy. If this name is not available, please call me at (561) 287-0660, collect.

Sincerely,


Walter G. Woods

WGW/kc
Enclosures
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**ARTICLES OF INCORPORATION
OF
OCEAN FITNESS, INC.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

OCEAN FITNESS, INC.

ARTICLE II - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE (\$1.00) DOLLAR per share.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is ONE THOUSAND DOLLARS (\$1,000.00).

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ARTICLE VI - PRINCIPAL AND REGISTERED OFFICE

The initial street address of the principal office of this corporation in the State of Florida is 5799 NE Island Cove Way, Stuart, Florida 34996. The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation, as it may see fit.

The address of the initial registered office of this corporation is 5799 NE Island Cove Way, Stuart, Florida 34996. The initial Registered Agent of this corporation at such address shall be FLETCHER L. McLANE.

ARTICLE VII - INITIAL DIRECTORS

The corporation shall have one (1) director initially. The Board of Directors may be increased from time to time by the Bylaws, but shall never be less than one (1). The name and street address of the first Board of Directors who shall hold office until successors are elected and have qualified, is as follows;

FLETCHER L. McLANE
5799 NE Island Cove Way
Stuart, Florida 34996

BONNIE J. MUIR
729 S. Dearborn
Chicago, IL 60605

ARTICLE VIII - INCORPORATORS

The names and street addresses of the Incorporators of these Articles of Incorporation are:

Name and Address

FLETCHER L. McLANE
5799 NE Island Cove Way
Stuart, Florida 34996

BONNIE J. MUIR
729 S. Dearborn
Chicago, IL 60605

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.




ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI PREEMPTIVE RIGHTS

Upon the sale of any unissued or treasury shares of the corporation, each shareholder shall have the preemptive right to purchase his prorata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares will be issued or sold.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 23rd day of January, 2002.


FLETCHER L. McLANE

BONNIE J. MUIR


STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing Articles of Incorporation were acknowledged before me this 23rd day of January, 2002 by FLETCHER L. McLANE [] who is/are personally known to me, [X] who has/have produced Fla. Driver's License as identification.

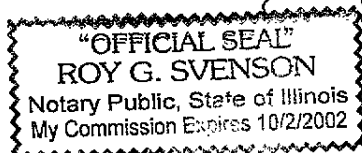

Kathryn H. Cowdrey
Notary Public
My Commission Expires:

STATE OF ILLINOIS
COUNTY OF Cook



Kathryn H. Cowdrey
MY COMMISSION # CC844511 EXPIRES
July 25, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

The foregoing Articles of Incorporation were acknowledged before me this 18th day of January, 2002 by BONNIE J. MUIR [] who is/are personally known to me, [X] who has/have produced Florida DL # HAW 02-4694 as identification.




Notary Public
My Commission Expires:

ACCEPTANCE

I, FLETCHER L. McLANE, having been designated to act as Registered Agent, state that I am a permanent resident of Martin County, Florida, 5799 NE Island Cove Way, Stuart, Florida 34996. I hereby accept the foregoing designation as Registered Agent, and I am familiar with and accept the duties and responsibilities for the corporation and consent to act in that capacity until removed or my resignation is submitted.


FLETCHER L. McLANE

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SECRETARY OF STATE
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